



11 February 2015

Dear Shareholder

Invitation to participate in Share Purchase Plan

BPH Energy Ltd (**Company**) is pleased to offer you the opportunity to increase your investment in the Company through a Share Purchase Plan (**Plan**).

Proceeds raised through the Plan will principally be used to contribute to the continuing exploration, development and commercialisation of investee company assets, including the commercialisation of Cortical Dynamics' BAR Monitor and the planned seismic activities of Advent Energy. Proceeds will also be used for working capital and to meet the Company's anticipated expenses of the issue estimated at \$20,000.

The Offer

The Plan is offered exclusively to all shareholders who are recorded on the Company's share register at 5:00pm (WST) on **Monday, 9 February 2015 (Record Date)**.

It provides shareholders with an opportunity to buy a parcel of new shares in the Company with no brokerage or commission costs, irrespective of the size of their shareholding, up to a maximum value of \$15,000.

The issue price of each share under the Plan is \$0.003935, which represents a 20% discount to the average market price of the Company's shares on the ASX calculated over the five trading days prior to and including the Record Date. The market price of shares in the Company may rise or fall between the date of this offer and the date that new shares are issued to you under the Plan.

The issue of shares under the Plan will be limited to 51,768,674 new ordinary fully paid shares (being 30% of the issued capital of the Company), and will not be underwritten.

Participation in the Plan is optional and the right to participate is not transferable. The directors of the Company reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any application.

The offer to participate in the Plan closes at 5:00pm (WST) on Friday 6th March 2015.

Full details on the Plan and how to participate are contained in the documents attached. To apply for a parcel of shares please read these documents carefully and follow the instructions on the enclosed personalised application form. You should consider seeking independent financial advice if you have any queries.

Your continuing support as a shareholder of the Company is appreciated.

Yours faithfully

David Breeze
Managing Director

BPH Energy Ltd ACN 095 912 002

PO Box 317, North Perth, Western Australia 6906

14 View Street, North Perth, Western Australia 6006

admin@biopharmica.com.au www.biopharmica.com.au

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THE OFFER AT A GLANCE

Key Dates*

Date	Details
Monday 9th February 2015	Record Date 5:00pm (WST) The date on which the Company determined shareholders eligible to participate in the Plan, being shareholders registered on that date with an address in Australia or New Zealand.
Thursday 12 th February 2015	Opening Date The date the Plan opens.
Friday 6 th March 2015	Closing Date The date on which the Plan closes. Applications and payments or BPAY® must be received by 5:00pm (WST).
Wednesday 11 th March 2015	Issue Date The date shares are issued and any scaleback of the Shares to be issued under the Plan is announced.
Wednesday 11 th March 2015	Dispatch Date The date on which holding statements are sent to shareholders who subscribed for shares under the Plan.
Tues 17 th March 2015	Share Trading Date The date on which it is expected that shares will commence trading on the ASX.

**The Company has the discretion and reserves the right to alter key dates.*

Offer Details

Item	Detail
Issue Price	\$0.003935 per Share, which represents a 20% discount to the average market price of the Company's Shares on the ASX calculated over the 5 trading days prior to and including the Record Date.
Minimum application amount	The minimum application amount is \$500 (127,065 shares)
Maximum application amount	The maximum application amount is \$15,000 (3,811,944 shares).
Permitted application amounts	Each shareholder is entitled to purchase Share parcels valued at any one of: \$500 (127,065 shares) \$1,000 (254,130 shares) \$1,500 (381,194 shares) \$2,000 (508,259 shares) \$2,500 (635,324 shares) \$5,000 (1,270,648 shares) \$7,500 (1,905,972 shares) \$10,000 (2,541,296 shares) \$15,000 (3,811,944 shares)

Questions & Answers

1. What is the Share Purchase Plan?

The Share Purchase Plan (**Plan**) is an opportunity for eligible shareholders to purchase additional ordinary shares in the Company up to a maximum of \$15,000 (3,811,944 shares) at a discount to the market price without brokerage and commission costs.

All shares issued to you under the Plan will rank equally with your existing shares and will carry the same voting rights and other entitlements.

2. Who is eligible to participate in the Plan?

Participation in the Plan is open to each person registered as a holder of ordinary shares in the Company on the record date, who has a registered address in Australia or New Zealand.

Custodians or nominees who hold shares on behalf of one or more beneficiaries are also eligible to participate in the Plan in respect of each beneficiary, subject to compliance with ASIC Class Order 09/425.

3. What is the issue price of the Plan shares?

The issue price of each share issued under the Plan is \$0.003935, which represents a 20% discount to the average market price of the Company's shares on the ASX calculated over the five trading days prior to and including the Record Date.

The market price of shares in the Company may rise or fall between the date of this offer and the date that shares are issued to you under the Plan. This means that the issue price you pay for the shares may be greater than or less than the market price of the shares at the date of issue of the shares under the Plan.

4. How many Shares can I apply for under the Plan?

Regardless of the shares you currently own, you are entitled to apply for a parcel of shares in the Company valued at \$500 (127,065 shares), \$1,000 (254,130 shares), \$1,500 (381,194 shares), \$2,000 (508,259 shares), \$2,500 (635,324 shares), \$5,000 (1,270,648 shares), \$7,500 (1,905,972 shares), \$10,000 (2,541,296 shares) or \$15,000 (3,811,944 shares). You may only apply for one of these parcels.

If you hold shares in more than one capacity (for example you are both a joint holder and a sole holder), the maximum amount you can apply for under the Plan in all capacities is \$15,000 (3,811,944 shares). Fractional entitlements will be rounded up to the nearest whole share.

By applying to purchase shares under the Plan, you will have agreed to be bound by the terms and conditions of the Plan as set out in this offer document.

The Directors will consider placing additional shares at the same issue price of the Plan to any eligible shareholder who wishes to invest more than \$15,000 to the extent permitted by the Corporations Act and the ASX Listing Rules or to non-qualifying foreign shareholders to the extent permitted by the laws of their country. These shares would be issued outside the Plan under the Company's available ASX Listing Rule placement capacity. Shareholders are encouraged to contact the Company should they wish to participate in such a placement. Please refer to section 8 below for contact details.

5. How do I apply for Shares under the Plan?

If you wish to participate in the Plan, please follow the instructions set out on the enclosed personalised application form and send this form together with your cheque or money order made payable to "**BPH Energy Ltd**" to:

By post to:

Security Transfer Registrars
PO Box 535
APPLECROSS WA 6953

By hand to:

Security Transfer Registrars
770 Canning Highway
APPLECROSS WA 6953

Alternatively, you can make a BPAY® payment as shown on the application form. If you make a BPAY® payment, you do not need to return the application form. By making a BPAY® payment you are giving the Company the

certification contained on the application form. Please note that New Zealand shareholders are not able to make a BPAY® payment.

If you wish to participate, you should ensure that your application form and payment is received by the Company no later than 5:00pm (WST) on Friday 6th March 2015.

Please allow adequate time for mail deliveries.

You will not be able to withdraw or revoke your application once you have sent us the completed application form and payment. The directors of the Company reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any application.

6. How long is the Plan offer open for?

The Plan opens on Thursday 12th February 2015 and is expected to close on Friday 6th March 2015. The Directors reserve the right to vary the closing date.

If you wish to participate, you should ensure that your application form (where applicable) and payment is received by no later than 5:00pm (WST) on Friday 6th March 2015.

7. Do I have to participate in the Plan?

No. Participation in the Plan is voluntary. You should note that the offer under the Plan is non-renounceable (i.e. you may not transfer your right to acquire Plan shares to anyone else).

If you are an eligible shareholder and do not wish to subscribe for new shares under the Plan, you are not obliged to do anything.

Before you apply for shares we recommend you seek independent financial advice from your professional adviser or stockbroker.

8. Further assistance

If you have any questions in relation to the Plan please contact your professional adviser or stockbroker.

If you require information on how to complete the application form, please contact Ms Deborah Ambrosini, the Company Secretary on +61 8 6467 9505.

SHARE PURCHASE PLAN APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:

14 VIEW STREET
NORTH PERTH WA 6006
AUSTRALIA

BPH ENERGY LTD

ACN: 095 912 002

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd

All Correspondence to:

PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA

770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA

T: +61 8 9315 2333 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

Code: BPH

Holder Number:

Record Date: 9 February 2015

NON-RENOUCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON FRIDAY 6 MARCH 2015

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: **(please mark "X" to indicate one choice only)**

TOTAL SUBSCRIPTION AMOUNT @ \$0.003935 PER SHARE			NUMBER OF SHARES	TOTAL SUBSCRIPTION AMOUNT @ \$0.003935 PER SHARE			NUMBER OF SHARES
☐	A \$	500	127,065	☐	F \$	5,000	1,270,648
☐	B \$	1,000	254,130	☐	G \$	7,500	1,905,972
☐	C \$	1,500	381,194	☐	H \$	10,000	2,541,296
☐	D \$	2,000	508,259	☐	I \$	15,000	3,811,944
☐	E \$	2,500	635,324				

(2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).

(3) I/We agree to be bound by the terms of the SPP.

(4) I/We hereby agree to accept any lesser number of new Shares applied for.

(5) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of \$15,000 worth of Shares) does not exceed \$15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodian Certification - see overleaf for details.**

(6) My/Our contact details in case of enquiries are:

NAME TELEPHONE NUMBER

()

EMAIL ADDRESS

@

BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.

You do not need to return this form if you have made payment via BPAY.

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.



Bill code: 159483

Ref: EFT_REFERENCE_NUMBER

CHEQUE / MONEY ORDER

All cheques (expressed in Australian currency) are to be made payable to **BPH ENERGY LTD** and crossed "Not Negotiable".

BPAY® this payment via internet or phone banking.

Your **BPAY®** reference number is unique to this offer and is not to be used for any other offer.

REGISTRY DATE STAMP

E & O.E. <PRINT>

LODGEMENT INSTRUCTIONS

PAYMENT INFORMATION



Bill code: 159483

BPAY® this payment via internet or phone banking.
Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

CHEQUE / MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.

CERTIFICATION

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

LIMITATION ON PARTICIPATION

The maximum subscription limitation of \$15,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

CUSTODIAN CERTIFICATION

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to BPH Energy Ltd. If you did not receive a custodian certificate, contact Security Transfer Registrars Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Registrars Pty Limited.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email: registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

BPH Energy Ltd – Share Purchase Plan

Terms and Conditions

This document sets out the terms and conditions of the offer under the Share Purchase Plan

Description of the Plan

Pursuant to the Share Purchase Plan (**Plan**) BPH Energy Ltd (**Company**) is offering its shareholders the opportunity to acquire additional fully paid ordinary shares in the Company up to a maximum value of \$15,000 at a discount to the market price of the Company's shares as traded on the Australian Securities Exchange (**ASX**) without the need to pay brokerage or commission costs and without the need for the Company to issue a Prospectus, upon such terms and conditions as the Board of the Company in its absolute discretion sees fit.

Shareholders' eligibility to participate

Participation in the Plan is open to each person registered as a holder of ordinary shares in the Company on Monday 9th February 2015 (**Record Date**), with a registered address in Australia or New Zealand (**Eligible Shareholders**).

Due to foreign securities laws, it is not practical for shareholders who are resident in other countries to participate under the Plan.

Participation in the Plan is optional and is subject to these terms and conditions. Offers made under the Plan are non-renounceable and the directors of the Company reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any application.

Joint shareholders are taken to be a single registered holder for the purpose of the Plan, and the joint holders are entitled to participate in the Plan in respect of that single holding only. If the same holder or joint holders receive more than one offer under the Plan (for example if a holder has more than one holding under separate accounts), that holder or those joint holders may only apply for an aggregate maximum parcel of shares between any joint or individual holdings.

Trustees and nominees are able to apply for one maximum parcel of shares under the Plan for each beneficiary that is expressly noted on the Company's share register, as a trustee or nominee for a named beneficiary. If the Company's share register does not record a named beneficiary in respect of the trustee or nominee holding, or the shares are held by a custodian, the trustee, nominee or custodian must give the Company a certification which complies with Class Order 09/455 if it wishes to apply for shares on behalf of multiple beneficiaries under the Plan. Please contact the Company to obtain a copy of this certification required.

By electing to participate in the Plan, the shareholder shall be deemed to have certified to the Company that in respect of that shareholder, at the time of the application, the total price does not exceed \$15,000 for:

- shares the subject of the application under the Plan;
- any other shares applied for under the Plan or any other shares issued under any similar arrangement in the 12 months before the application under the Plan; and
- any other shares that the shareholder has instructed a custodian to acquire on their behalf under the Plan or that have been issued to a custodian under an arrangement similar to the Plan in the 12 months before the application under the Plan on the instruction of the shareholder and that are held beneficially by the shareholder.

Furthermore, shareholders will be deemed to have confirmed, in relation to all shares applied for by them under the Plan, that they do not make application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by the Company's Constitution in respect of all the shares issued to them under the Plan.

Issue Price

The issue price of each share issued under the Plan is \$0.003935 which represents a 20% discount to the average market price of the Company's shares on the ASX calculated over the five trading days prior to and including the Record Date.

The market price of shares in the Company may rise or fall between the date of this offer and the date that new shares are issued to you. This means that the issue price that you pay for the shares may be greater than or less than the market price of the shares at the date of issue of the shares under the Plan. Accordingly, you should seek your own financial advice in relation to this offer.

Application and notices

At the discretion of the Company's directors, Eligible Shareholders will be sent a letter of offer, terms and conditions and an application form inviting them to subscribe for shares under the Plan.

Eligible Shareholders may apply to purchase a parcel of shares under the Plan valued at any one of: \$500 (127,065 shares), \$1,000 (254,130 shares), \$1,500 (381,194 shares), \$2,000 (508,259 shares), \$2,500 (635,324 shares), \$5,000 (1,270,648 shares), \$7,500 (1,905,972 shares), \$10,000 (2,541,296 shares) or \$15,000 (3,811,944 shares).

If you wish to participate in the Plan, you must complete the attached personalised application form and provide payment in accordance with the instructions set out on the application form. Alternatively, you may pay electronically using BPAY® and quote your reference number that has been provided on the personalised application form, in which case you do not need to return the application form.

Applications will not be accepted after 5:00pm Friday 6th March 2015.

The Company reserves the right to reject any application where it believes there is non-compliance with this rule or any other terms or conditions of the Plan.

Applications and payments may not be withdrawn once the Company has received them. Oversubscriptions or refunds of other application monies in any circumstances will be without interest.

By returning the application form or by making the BPAY® payment you are giving the Company the certifications in the application form.

Oversubscriptions and scale-back

The Company does not intend to issue more than 51,768,674 ordinary shares under the Plan. If applications for more than 51,768,674 shares are received, the Company may, in its absolute discretion, undertake a scaleback to the extent and in the manner it sees fit and a shareholder may be issued a lesser number of Shares than the number applied for. Any scaleback will be announced on Wednesday 11th March 2015 (**Issue Date**). If the Company scales back an application or purported application, the Company will promptly return to the shareholder, the relevant application monies, without interest.

Underwriting

The Plan is not underwritten and no fees are payable to brokers in respect of shares issued under the Plan.

Shares issued under the Plan

Shares issued under the Plan will rank equally in all respects with all other ordinary fully paid shares in the Company from the date of issue.

Shareholder holding statements and/or CHESS notification will be issued in respect of all shares. If you trade any shares before you receive your holding statement, then you do so at your own risk.

After the issue of shares under the Plan, the Company will make application for these shares to be listed for quotation on the official list of the ASX.

Modification and termination of the Plan

The Company may modify or terminate the Plan at any time.

The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any person fewer shares than the person applied for under the Plan if the issue of the shares applied for would contravene any applicable law or the ASX Listing Rules.

Taxation and financial implications

Participants may be subject to taxation upon the sale of shares purchased under the Plan. Participants should consult their taxation or investment advisers to clarify the financial and taxation implications for them of applying for Plan shares.

Representations

Returning a completed application form or paying the issue price for Plan shares by BPAY®, will be taken to constitute a representation by the applicant that:

- (a) they are an eligible shareholder, have read and understand these Terms and Conditions and subscribe for Plan shares in accordance with these Terms and Conditions;
- (b) they authorise the Company to correct minor errors in the application form if required, and to complete the application form by inserting any minor missing details;
- (c) they are aware the Plan shares have not been, and will not be, registered under the US Securities Act of 1933 (as amended) or the securities laws of any state or other jurisdiction in the US, or in any other jurisdiction outside Australia or New Zealand, and may not be offered, sold, transferred or otherwise disposed of except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (d) they are eligible under all applicable securities laws to receive an offer under the Plan;
- (e) they are not in the United States, are not US Persons (within the meaning given to that term in Regulation S under the US Securities Act) and are not acting for the account or benefit of US Persons;
- (f) they have not and will not send the Plan or the application form to any person in the United States or that is, or is acting for the account or benefit of, a US Person; and
- (g) if in the future they decide to sell or otherwise transfer their Plan shares, they will only do so in regular way transactions on ASX where neither they nor any person acting on their behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is in the United States or is a US Person.

Dispute resolution

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the Plan, whether generally or in relation to any participant or application, and the Company's decision will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The Company's powers under these conditions may be exercised by its directors or any delegate of the directors.

Contact details

If you have any questions regarding the Plan or how to deal with this offer, please contact your professional adviser or stockbroker.

If you require information on how to complete your personalised application form, please contact Ms Deborah Ambrosini, the Company Secretary on +61 8 6467 9505.